**ART GALLERY OF NORTHUMBERLAND**

**PROPOSED BOARD RESOLUTION CONCERNING CONTRACTUAL AND BANK SIGNING AUTHORITIES**

Whereas:

1. It has been noted that the Executive Director currently lacks any delegated signing authority for corporate agreements and, having regard for the nature and status of her position as the operational head and a key spokesperson for the Gallery, this oversight needs to be remedied;
2. At the request of the Board Chair, the Finance & Audit Committee has reviewed the present situation and has sought and obtained the views of the Executive Director and the Chair to develop a recommended resolution to remedy the situation;
3. This also presents the opportunity to update the general signing authority of board members and of the other corporate officers;

And accordingly, the Finance & Audit Committee recommends that the Board of Directors adopt the following resolution:

BE IT RESOLVED:

1.That the primary bank signing officers with the chequing account at the TD Bank be designated as the Executive Director and the Treasurer together or, if either is unavailable, the other of them together with either the Board Chair or Board Vice-Chair and, in furtherance of this resolution, all banking documents required by the TD Bank to establish these signing authorities be signed by the Board Chair and Board Secretary.

2. That financial transactions (being either a commitment or expense) may be approved as follows:

1. if the specific financial transaction is provided for in the Budget (which in this resolution means the budget document for each fiscal year formally approved by the Board [ including for 2019, the budget approved on March 21, 2019] together with the supportive working papers[[1]](#footnote-1) from which the aggregated budget amounts were derived) then, (i) by the Executive Director alone up to a transaction value not exceeding $5000 and, (ii) if in excess of $5000, by the Executive Director together with one of the Treasurer, the Board Chair and the Board Vice-Chair or, should the Executive Director be unavailable, then by any two of the Board Chair, the Board Vice-Chair and the Treasurer or;
2. if the specific financial transaction is **not** provided for in the Budget, then (i) by the Executive Director alone up to $1000, (ii) if exceeding $1,000 but not exceeding $10,000, by the Executive Director together with one of the Treasurer, Board Chair and Board Vice-Chair up to $10,000 and (iii) by the Board exclusively if exceeding $10,000 after receipt by the Board of a review and recommendation by the Finance & Audit Committee.
3. the Executive Director may delegate in writing approval authority for commitments or expenses to a limit in each case of $200 to the appropriate staff position and shall report doing so to the Chair of the Finance & Audit Committee.
4. the Board Chair is authorized to approve reimbursement of expense claims submitted by the Executive Director who shall provide to the Finance & Audit Committee for review an annual accounting of expenses incurred in each fiscal year promptly after each year.

3. All approvals of financial transactions pursuant to section 2 above shall be recorded and evidenced by the signature of the person approving.

1. During the 2019 fiscal year all persons having signing authority are to be provided with a full copy of the detailed supporting working papers underlying the 2019 budget to enable them to determine that an individual commitment or expense is provided for the approved budget. For subsequent fiscal year it is assumed the budget as approved by the board will include the supporting working papers. [↑](#footnote-ref-1)